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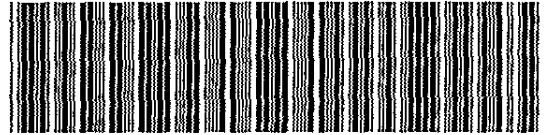
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kim F. Heller II
Attorney at Law
C.P.A., Masters Degree in Tax Law

374 S. Atlantic Avenue
Suite B1
Ormond Beach, Florida 32176
(386) 672-1190

April 21, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Hilary Homes, L.L.C.

Dear Sir or Madam:

Enclosed are the following:

1. Articles of Amendment; and
4. A check for \$25.

Please file the Articles of Amendment accordingly.

Feel free to call me with any questions you may have.

Thank you for your assistance in this matter.

Sincerely,



Kim F. Heller

Encl.

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Hilary Homes, L.L.C., a Florida Limited Liability Company

FIRST: The date of filing of the articles of organization was 5 March 2004.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

1. Article 3 is hereby amended in its entirety as follows:

ARTICLE 3

principal office and registered agent

The mailing and the street address of the principal office of the limited liability company is 5182 N. Ocean Shore Boulevard, Suite A-1, Palm Coast, Florida 32137. The name and address of the initial registered agent of the limited liability company is Kim F. Heller, 374 S. Atlantic Avenue, Suite B1, Ormond Beach, Florida 32176.

2. Article 4 is hereby amended in its entirety as follows:

ARTICLE 4

management

The name and address of the company managers are:

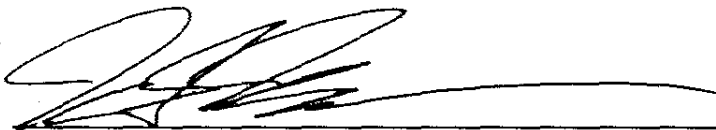
Chris Sales
282 Beachway Drive
Palm Coast, Florida 32137

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Mary Sales
282 Beachway Drive
Palm Coast, Florida 32137

Dated: 20 April 2004



Signature of Authorized Representative of Member

Kim F. Heller, Registered Agent

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